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4-1

Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No 1545-0052

2009**Note:** The foundation may be able to use a copy of this return to satisfy state reporting requirements.For calendar year **2009**, or tax year beginning , **2009**, and ending , **20**G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name changeUse the IRS
label.
Otherwise,
print
or type.
See Specific
Instructions.

Name of foundation

THOMAS ATKINS MEML FD TR U/W

A Employer identification number

06-6030489

Number and street (or P O box number if mail is not delivered to street address)

Room/suite

B Telephone number (see page 10 of the instructions)

P O BOX 1802

City or town, state, and ZIP code

PROVIDENCE, RI 02901-1802

C If exemption application is pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐H Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 1,225,555.
J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis.)**Part I Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue				
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check ☒ if the foundation is not required to attach Sch B.				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	41,974.	41,974.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	-70,904.			
b Gross sales price for all assets on line 6a	-33,124.			
7 Capital gain net income (from Part IV, line 2)				
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)	2,018.	895.		STMT 2
12 Total. Add lines 1 through 11	-26,912.	42,869.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc.	11,462.	4,585.		6,877.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule) STMT 3	147.	147.	NONE	NONE
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions)	330.	330.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) STMT 4		51.		
24 Total operating and administrative expenses. Add lines 13 through 23	11,939.	5,113.	NONE	6,877.
25 Contributions, gifts, grants paid	52,000.			52,000.
26 Total expenses and disbursements Add lines 24 and 25	63,939.	5,113.	NONE	58,877.
27 Subtract line 26 from line 12.				
a Excess of revenue over expenses and disbursements	-90,851.			
b Net investment income (if negative, enter -0-)		37,756.		
c Adjusted net income (if negative, enter -0-)				

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions.

JSA

Form **990-PF** (2009) Z WENVELOPE
POSTMARK DATE APR 14 2010

SCANNED APR 29 2010



Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing	NONE	NONE		
	2	Savings and temporary cash investments	11,289.	15,202.	15,202.	
	3	Accounts receivable ▶ Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶ Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)				
	7	Other notes and loans receivable (attach schedule) ▶ *	NONE	NONE	NONE	
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule)	NONE	NONE	NONE	
	b	Investments - corporate stock (attach schedule)	1,204,913.	1,107,453.	1,210,353.	
	c	Investments - corporate bonds (attach schedule)	NONE	NONE	NONE	
	11	Investments - land, buildings, and equipment basis Less: accumulated depreciation (attach schedule)	NONE	NONE		
	12	Investments - mortgage loans	NONE	NONE		
	13	Investments - other (attach schedule) STMT 6.	NONE	NONE	NONE	
	14	Land, buildings, and equipment basis Less: accumulated depreciation (attach schedule)				
15	Other assets (describe ▶)	NONE	NONE	NONE		
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	1,216,202.	1,122,655.	1,225,555.		
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)					
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒					
	27	Capital stock, trust principal, or current funds	1,216,202.	1,122,655.		
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds	NONE	NONE		
	30	Total net assets or fund balances (see page 17 of the instructions)	1,216,202.	1,122,655.		
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	1,216,202.	1,122,655.		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,216,202.
2	Enter amount from Part I, line 27a	2	-90,851.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	1,125,351.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 7	5	2,696.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,122,655.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV DETAIL					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			-70,904.		
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8.					

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see page 18 of the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	67,805.	1,310,155.	0.05175341849
2007	68,304.	1,519,444.	0.04495328554
2006	61,345.	1,436,298.	0.04271049601
2005	69,379.	1,394,010.	0.04976937038
2004	73,868.	1,358,907.	0.05435839244
2 Total of line 1, column (d)			0.24354496286
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			0.04870899257
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			1,108,749.
5 Multiply line 4 by line 3			54,006.
6 Enter 1% of net investment income (1% of Part I, line 27b)			378.
7 Add lines 5 and 6			54,384.
8 Enter qualifying distributions from Part XII, line 4			58,877.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of ruling letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	378.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3 Add lines 1 and 2		3	378.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	378.
6 Credits/Payments			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	388.	
b Exempt foreign organizations-tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	NONE	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7	388.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	10.	
11 Enter the amount of line 10 to be Credited to 2010 estimated tax	11	10. Refunded	

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.	1b		X
c Did the foundation file Form 1120-POL for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ (2) On foundation managers \$			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) STMT 8			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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Part VII-A Statements Regarding Activities (continued)

11. At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12. Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13. Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address **▶ N/A**

14. The books are in care of **▶ PRIVATE BANK, TAX SERVICES** Telephone no **▶ (401) 278-6821**
 Located at **▶ P.O. BOX 1802, PROVIDENCE, RI** ZIP + 4 **▶ 02901-1802**

15. Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ☐
 and enter the amount of tax-exempt interest received or accrued during the year **▶ 15**

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a. During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b. If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? ☐	1b	X
Organizations relying on a current notice regarding disaster assistance check here ☐		
c. Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	1c	X
2. Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a. At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? ☐ Yes ☒ No If "Yes," list the years ▶		
b. Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 20 of the instructions.)	2b	
c. If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶		
3a. Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b. If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009)	3b	
4a. Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b. Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b	X

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**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**

5a* During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? ☐ Yes ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☐c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ Nob Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ Nob If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 9		11,462.	-0-	-0-

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 10		NONE	NONE	NONE

Total number of other employees paid over \$50,000 ☐ NONE

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
SEE STATEMENT 11		NONE

Total number of others receiving over \$50,000 for professional services **NONE**

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See page 24 of the instructions	
3 NONE	
Total. Add lines 1 through 3	


Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,098,548.
b	Average of monthly cash balances	1b	27,086.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	1,125,634.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	1,125,634.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	16,885.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,108,749.
6	Minimum investment return. Enter 5% of line 5	6	55,437.

Part XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	55,437.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	378.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	378.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	55,059.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	55,059.
6	Deduction from distributable amount (see page 25 of the instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	55,059.

Part XII Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	58,877.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	58,877.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	378.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	58,499.

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				55,059.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			12,972.	
b Total for prior years 20 07, 20 , 20		NONE		
3 Excess distributions carryover, if any, to 2009				
a From 2004	NONE			
b From 2005	NONE			
c From 2006	NONE			
d From 2007	NONE			
e From 2008	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 58,877.				
a Applied to 2008, but not more than line 2a			12,972.	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		NONE		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)	NONE			
d Applied to 2009 distributable amount				45,905.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2009 . (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions		NONE		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				9,154.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	NONE			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	NONE			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2005	NONE			
b Excess from 2006	NONE			
c Excess from 2007	NONE			
d Excess from 2008	NONE			
e Excess from 2009	NONE			

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) **NOT APPLICABLE**

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i).					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see page 28 of the instructions.)**1 Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

N/A

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

N/A

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number of the person to whom applications should be addressed:
SEE STATEMENT 12

b The form in which applications should be submitted and information and materials they should include:
SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:
SEE ATTACHED STATEMENT FOR LINE 2

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:
SEE ATTACHED STATEMENT FOR LINE 2

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year SEE STATEMENT 13				
Total			3a	52,000.
b Approved for future payment				
Total			3b	

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

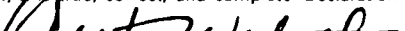
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? a Transfers from the reporting foundation to a noncharitable exempt organization of (1) Cash (2) Other assets b Other transactions: (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule		Yes	No
1a(1)			X
1a(2)			X
1b(1)			X
1b(2)			X
1b(3)			X
1b(4)			X
1b(5)			X
1b(6)			X
1c			X
Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.			

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

D. If "Yes," complete the following schedule		
(a) Name of organization	(b) Type of organization	(c) Description of relationship

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.			
		04/05/2010	
Signature of officer or trustee		Date	
AUSTIN WENTWORTH		SVP Tax	
Paid Preparer's Use Only	Preparer's signature	Date	Check if self-employed ☐
	Firm's name (or yours if self-employed), address, and ZIP code		Preparer's identifying number (See Signature on page 30 of the instructions)
EIN			Phone no

Form **990-PF** (2009)



FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL SHORT-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					-23,427.	
		TOTAL SHORT-TERM GAIN FROM FORM 6781					170.	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					110.	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					-43,242.	
		TOTAL LONG-TERM GAIN FROM FORM 6781					255.	
8,435.00		350. POWERSHARES DB AGRIC FUND COM CL F PROPERTY TYPE: SECURITIES 14,031.00					06/24/2008 -5,596.00	09/09/2009
15,000.00		1696.833 COLUMBIA INTERMEDIATE BOND FUND PROPERTY TYPE: SECURITIES 15,305.00					03/11/2005 -305.00	10/30/2009
5,000.00		490.514 LARGE CAP VALUE CTF PROPERTY TYPE: SECURITIES 5,520.00					11/05/2004 -520.00	10/31/2009
5,000.00		78.15 LARGE CAP GROWTH CTF PROPERTY TYPE: SECURITIES 3,349.00					11/30/2008 1,651.00	10/31/2009
TOTAL GAIN(LOSS)							----- -70,904. =====	



Form **6781**
Department of the Treasury
Internal Revenue Service

Gains and Losses From Section 1256 Contracts and Straddles

► Attach to your tax return.

OMB No 1545-0644

2009

Attachment
Sequence No **82**

Name(s) shown on tax return

Identifying number

THOMAS ATKINS MEML FD TR U/W

06-6030489

Check all applicable boxes (see instructions).

A

Mixed straddle election

C

Mixed straddle account election

B

Straddle-by-straddle identification election

D

Net section 1256 contracts loss election

Part I Section 1256 Contracts Marked to Market

(a) Identification of account	(b) (Loss)	(c) Gain
1 SEE STATEMENT 14		425.
2 Add the amounts on line 1 in columns (b) and (c)	2 ()	425.
3 Net gain or (loss). Combine line 2, columns (b) and (c)	3	425.
4 Form 1099-B adjustments. See instructions and attach schedule	4	
5 Combine lines 3 and 4	5	425.
Note: If line 5 shows a net gain, skip line 6 and enter the gain on line 7. Partnerships and S corporations, see instructions.		
6 If you have a net section 1256 contracts loss and checked box D above, enter the amount of loss to be carried back. Enter the loss as a positive number	6	
7 Combine lines 5 and 6	7	425.
8 Short-term capital gain or (loss). Multiply line 7 by 40% (.40). Enter here and include on the appropriate line of Schedule D (see instructions)	8	170.
9 Long-term capital gain or (loss). Multiply line 7 by 60% (.60). Enter here and include on the appropriate line of Schedule D (see instructions)	9	255.

Part II Gains and Losses From Straddles. Attach a separate schedule listing each straddle and its components.

Section A - Losses From Straddles

(a) Description of property	(b) Date entered into or acquired	(c) Date closed out or sold	(d) Gross sales price	(e) Cost or other basis plus expense of sale	(f) Loss If column (e) is more than (d), enter difference. Otherwise, enter -0-	(g) Unrecognized gain on offsetting positions	(h) Recognized loss If column (f) is more than (g), enter difference. Otherwise, enter -0-
10							
11a Enter the short-term portion of losses from line 10, column (h), here and include on the appropriate line of Schedule D (see instructions)							11a ()
b Enter the long-term portion of losses from line 10, column (h), here and include on the appropriate line of Schedule D (see instructions)							11b ()

Section B - Gains From Straddles

(a) Description of property	(b) Date entered into or acquired	(c) Date closed out or sold	(d) Gross sales price	(e) Cost or other basis plus expense of sale	(f) Gain If column (d) is more than (e), enter difference. Otherwise, enter -0-
12					
13a Enter the short-term portion of gains from line 12, column (f), here and include on the appropriate line of Schedule D (see instructions)					13a
b Enter the long-term portion of gains from line 12, column (f), here and include on the appropriate line of Schedule D (see instructions)					13b

Part III Unrecognized Gains From Positions Held on Last Day of Tax Year. Memo Entry Only (see instructions)

(a) Description of property	(b) Date acquired	(c) Fair market value on last business day of tax year	(d) Cost or other basis as adjusted	(e) Unrecognized gain. If column (c) is more than (d), enter difference. Otherwise, enter -0-
14				

For Paperwork Reduction Act Notice, see page 4.

Form **6781** (2009)

THOMAS ATKINS MEML FD TR U/W

06-6030489

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
SMALL CAP CTF	219.	219.
INTERNATIONAL EQUITY CTF	2,198.	2,198.
COLUMBIA HIGH INCOME FUND CLASS Z SHARES	983.	983.
COLUMBIA INTERMEDIATE BOND FUND CLASS Z	28,566.	28,566.
LARGE CAP VALUE CTF	4,591.	4,591.
MID CAP VALUE CTF	447.	447.
MID CAP GROWTH CTF	234.	234.
ISHARES MSCI EMERGING MKTS INDEX FUND	200.	200.
PIMCO COMMODITY REALRETURN STRATEGY FUND	363.	363.
ROWE T PRICE INTL FUNDS INC INTL BD FUND	643.	643.
SPDR DJ WILSHIRE REIT ETF	415.	415.
LARGE CAP GROWTH CTF	3,006.	3,006.
BANK OF AMERICA MONEY MARKET SAVINGS ACC	109.	109.
	-----	-----
TOTAL	41,974.	41,974.
	=====	=====

THOMAS ATKINS MEML FD TR U/W

06-6030489

FORM 990PF, PART I - OTHER INCOME
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
INTERNATIONAL EQUITY CTF	886.	886.
FEDERAL TAX REFUND	1,132.	
MANUAL TRANSACTIONS		9.
	-----	-----
TOTALS	2,018.	895.
	=====	=====

THOMAS ATKINS MEML FD TR U/W

06-6030489

FORM 990PF, PART I - ACCOUNTING FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
AUDIT & ACCOUNTING FEES (ALLOC	147.	147.		
TOTALS	147.	147.	NONE	NONE
	=====	=====	=====	=====

THOMAS ATKINS MEML FD TR U/W

06-6030489

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
FOREIGN TAXES	305.	305.
FOREIGN TAXES ON QUALIFIED FOR	22.	22.
FOREIGN TAXES ON NONQUALIFIED	3.	3.
-----	-----	-----
TOTALS	330.	330.
	=====	=====

THOMAS ATKINS MEML FD TR U/W

06-6030489

FORM 990PF, PART I - OTHER EXPENSES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
DIVIDEND INVESTMENT EXPENSE -	-----	51. -----
TOTALS	=====	51. =====

THOMAS ATKINS MEML FD TR U/W

FORM 990PF, PART II - OTHER INVESTMENTS

=====

COST/

FMV

C OR F

DESCRIPTION

SEE ATTACHED STATEMENT

C

TOTALS

06-6030489

XXXXXX

THOMAS ATKINS MEML FD TR U/W

06-6030489

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES
=====DESCRIPTION
-----AMOUNT

CTF ADJ	2,249.
TYE INC ADJ	22.
POWERSHARES ADJ	425.

TOTAL

2,696.
=====

STATEMENT 7

THOMAS ATKINS MEML FD TR U/W

06-6030489

STATE(S) WHERE THE FOUNDATION IS REGISTERED
=====

CT



THOMAS ATKINS MEML FD TR U/W

06-6030489

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES
=====

OFFICER NAME:

BANK OF AMERICA

ADDRESS:

777 MAIN STREET

HARTFORD, CT 06115

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 40

COMPENSATION 11,462.

TOTAL COMPENSATION:

11,462.

=====



THOMAS ATKINS MEML FD TR U/W

06-6030489

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES
=====

EMPLOYEE NAME:

NONE



THOMAS ATKINS MEML FD TR U/W

06-6030489

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS
=====

NAME:

NONE

STATEMENT 11



THOMAS ATKINS MEML FD TR U/W
FORM 990PF, PART XV - LINES 2a - 2d
=====

06-6030489

RECIPIENT NAME:

BANK OF AMERICA, C/O AMY LYNCH

ADDRESS:

777 MAIN STREET

HARTFORD, CT

FORM, INFORMATION AND MATERIALS:

NONE

SUBMISSION DEADLINES:

NONE

RESTRICTIONS OR LIMITATIONS ON AWARDS:

RESTRICTED TO MIDDLETOWN CT AREA



THOMAS ATKINS MEML FD TR U/W

06-6030489

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

RECIPIENT NAME:

SEE ATTACHED SCHEDULE

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SEE ATTACHED SCHEDULE

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 52,000.

TOTAL GRANTS PAID:

52,000.

=====

THOMAS ATKINS MEML FD TR U/W

06-6030489

FORM 6781, PART I -- SECTION 1256 CONTRACTS MARKED TO MARKET

DESCRIPTION	DATE	DATE	GROSS	COST OR	LOSS	GAIN
	ACQUIRED	SOLD	SALES PRICE			

POWERSHARES (DBA)	OPEN					425.

TOTAL GAINS AND LOSSES						425.
						=====


SCHEDULE D
(Form 1041)

 Department of the Treasury
 Internal Revenue Service

Capital Gains and Losses

► **Attach to Form 1041, Form 5227, or Form 990-T. See the instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).**

OMB No 1545-0092

2009

Name of estate or trust

THOMAS ATKINS MEML FD TR U/W

Employer identification number

06-6030489

Note: Form 5227 filers need to complete *only* Parts I and II.

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					
b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b					1b 1,651.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824					2 170.
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts					3 -23,427.
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2008 Capital Loss Carryover Worksheet					4 ()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ►					5 -21,606.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					
LONG-TERM CAPITAL GAIN DIVIDENDS		STMT 1			110.
b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b					6b -6,421.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824					7 255.
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts					8 -43,242.
9 Capital gain distributions					9
10 Gain from Form 4797, Part I					10
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2008 Capital Loss Carryover Worksheet					11 ()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ►					12 -49,298.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2009



Part III Summary of Parts I and II		(1) Beneficiaries' (see page 5)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part.				
13	Net short-term gain or (loss)	13		-21,606.
14	Net long-term gain or (loss):			
a	Total for year	14a		-49,298.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a ▶	15		-70,904.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation

16	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of:	
a	The loss on line 15, column (3) or b \$3,000	16 (3,000)

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** on page 7 of the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the worksheet on page 8 of the instructions if:

- Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17	
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero	18	
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19	
20	Add lines 18 and 19	20	
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- . . . ▶	21	
22	Subtract line 21 from line 20. If zero or less, enter -0-	22	
23	Subtract line 22 from line 17. If zero or less, enter -0-	23	
24	Enter the smaller of the amount on line 17 or \$2,300	24	
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ Yes. Skip lines 25 and 26; go to line 27 and check the "No" box. ☐ No. Enter the amount from line 23	25	
26	Subtract line 25 from line 24	26	
27	Are the amounts on lines 22 and 26 the same? ☐ Yes. Skip lines 27 thru 30, go to line 31 ☐ No. Enter the smaller of line 17 or line 22	27	
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28	
29	Subtract line 28 from line 27	29	
30	Multiply line 29 by 15% (.15)	30	
31	Figure the tax on the amount on line 23. Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31	
32	Add lines 30 and 31	32	
33	Figure the tax on the amount on line 17. Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33	
34	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34	

Schedule D (Form 1041) 2009

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

**Continuation Sheet for Schedule D
(Form 1041)**

► See instructions for Schedule D (Form 1041).

► **Attach to Schedule D** to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2009

Name of estate or trust

THOMAS ATKINS MEML FD TR U/W

Employer identification number

06-6030489

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

[illegible]

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b	1,651.00
---	----------

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2009

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

Employer identification number

THOMAS ATKINS MEML FD TR U/W

06-6030489

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

[illegible]

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b	-6,421.00
---	------------------

Schedule D-1 (Form 1041) 2009



THOMAS ATKINS MEML FD TR U/W

06-6030489

FEDERAL CAPITAL GAIN DIVIDENDS
=====LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

PIMCO COMMODITY REALRETURN STRATEGY FUND

110.00

TOTAL 15% RATE CAPITAL GAIN DIVIDENDS

110.00

TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS

110.00
=====

XXXXXX

THOMAS ATKINS MEML FD TR U/W

06-6030489

GAINS AND LOSSES FROM PASS-THRU ENTITIES
=====NET SHORT-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS
AND OTHER FIDUCIARIESCOMMON TRUST FUNDS -23,427.00

TOTAL NET SHORT-TERM GAIN OR LOSS (ROUNDED)

-23,427.00
=====NET LONG-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS
AND OTHER FIDUCIARIESCOMMON TRUST FUNDS -43,242.00

TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED)

-43,242.00
=====

STATEMENT 2

149 BENEFICIARY DISTRIBUTIONS

12/17/09	CHILDREN'S HOME OF CROMWELL CT SENSORY & PERSONAL THERAPEUTIC CARE PROJ FOR TR TRAN#=093510001000 TR CD=823 REG=0 PORT=INC	-4000 00	-4000 00	0912000017 **CHANGED** 04/05/10 GMF
12/17/09	COMMUNITY RENEWAL TEAM ENERGY RELATED CRISIS ASSIST T/MIDDLESEX COUNTY FOR: TR TRAN#=093510002000 TR CD=823 REG=0 PORT=INC	-5000 00	-5000 00	0912000018 **CHANGED** 04/05/10 GMF
12/17/09	GILEAD COMMUNITY SERVICES INC MENTHAL HEALTH SERVICES AT THE OUTPATIENT CLINIC FOR TR TRAN#=093510003000 TR CD=823 REG=0 PORT=INC	-5000 00	-5000 00	0912000019 **CHANGED** 04/05/10 GMF
12/17/09	LAWYERS F/CHILDREN AMERICA INC RECRUIT AND TRAIN 10 PRO-BONO ATTORNEYS TO REPRESENT ABUSED & NEGLECTED YOUTH FOR: TR TRAN#=093510004000 TR CD=823 REG=0 PORT=INC	-2500.00	-2500 00	0912000020 **CHANGED** 04/05/10 GMF
12/17/09	ITNCENTRALCT AFFORDABLE TRANSPORTATION SERVICES FOR SENIORS IN NORTHERN MIDDLESEX CNTY FOR TR TRAN#=093510005000 TR CD=823 REG=0 PORT=INC	-4000 00	-4000 00	0912000021 **CHANGED** 04/05/10 GMF
12/17/09	MARC: COMM RESOURCES, LTD THE ADULT & SHORELINE LEISURE SERVICES PROG & SATURDAY FOR KIDS FOR: TR TRAN#=093510006000 TR CD=823 REG=0 PORT=INC	-4000.00	-4000 00	0912000022 **CHANGED** 04/05/10 GMF
12/17/09	MERCY HOUSING & SHELTER CORP NUTRITIOUS MEALS FOR THE RESIDENT'S OF SHEPHERD HOME FOR: TR TRAN#=093510007000 TR CD=823 REG=0 PORT=INC	-5000 00	-5000 00	0912000023 **CHANGED** 04/05/10 GMF
12/17/09	ODD FELLOWS PLAYHOUSE, INC PROGRAMS FOR CHILDREN WITH DISABILITIES AND FOR HANDICAPPED AWARENESS FOR TR TRAN#=093510008000 TR CD=823 REG=0 PORT=INC	-2500.00	-2500 00	0912000024 **CHANGED** 04/05/10 GMF
12/17/09	RUSSELL LIBRARY SUPPORT THE JOB AND CAREER PROGRAM FOR: TR TRAN#=093510009000 TR CD=823 REG=0 PORT=INC	-5000 00	-5000 00	0912000025 **CHANGED** 04/05/10 GMF
12/17/09	SAINT VINCENT DE PAUL PLACE SUPPORT THE MEALS & OUTREACH PROGRAM FOR TR TRAN#=093510010000 TR CD=823 REG=0 PORT=INC	-5000 00	-5000.00	0912000026 **CHANGED** 04/05/10 GMF

ACCT L775 099008534734
PREP 217 ADMN 719 INV 33K

BANK OF AMERICA, N A
TAX TRANSACTION DETAIL

PAGE 22
RUN 04/05/2010
09 46 31 AM

TAX
CODE/DATE TRANSACTIONS

TAXABLE

INCOME

PRINCIPAL

EDIT
NUMBER

149 BENEFICIARY DISTRIBUTIONS (CONTINUED)

12/17/09 THE CONNECTION, INC
F/THE PURCHASE OF FOOD, LINENS, AND AN
INDUSTRIAL WASHER/DRYER
FOR

-5000 00

-5000 00

0912000027
CHANGED 04/05/10 GMF

TR TRAN#=093510011000 TR CD=823 REG=0 PORT=INC

12/17/09 WARN THE CHILDREN, INC
THE PURCHASE OF WINTER CLOTHING AND
FOOTWEAR FOR NEEDY CHILDREN
FOR:

-5000 00

-5000 00

0912000028
CHANGED 04/05/10 GMF

TR TRAN#=093510012000 TR CD=823 REG=0 PORT=INC

TOTAL CODE 149 - BENEFICIARY DISTRIBUTIONS

-52000 00

-52000 00

0.00

Settlement Date

Bank of America



Account Summary

Dec 01, 2009 through Dec. 31, 2009

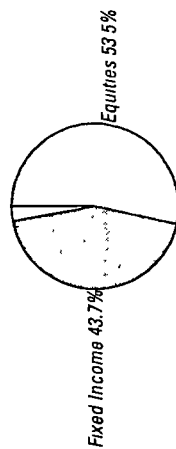
Account: 42-09-900-8534734 THOMAS ATKINS MEML FD TR U/W

Market Value \$1,225,554.88

Realized Gain/Loss Summary			Income Summary		
Description	Current Period	YTD Since 07/01/09	Description	Current Period	YTD Since 07/01/09
Beginning Market Value	\$1,261,314.82	\$1,108,139.50	Dividends - Taxable	\$4,832.17	\$16,921.95
Income	5,701.34	22,227.28	Interest - Taxable	7.49	27.48
Deposits	109.98	109.98	Collective Fund - Taxable	861.68	5,277.85
Disbursements	-52,157.14	-52,897.32	Total Income	\$5,701.34	\$22,227.28
Bank Fees	-939.27	-5,321.51			
Change in Market Value	11,525.15	153,296.95			
Ending Market Value	\$1,225,554.88	\$1,225,554.88			
Change in Account Value	-35,759.94	117,415.38			

Description	Market Value	Tax Cost	Estimated Annual Income	Current Yield
Cash/Currency	\$15,206.89	\$15,201.61	\$22.80	0.2%
Equities	654,931.94	538,772.11	11,259.88	1.7
Fixed Income	535,891.15	546,119.26	26,954.16	5.0
Real Estate	10,334.10	14,126.29	405.51	3.9
Tangible Assets	9,190.80	8,436.00	550.56	6.0
Total Assets	\$1,225,554.88	\$1,122,655.27	\$39,192.91	3.2%
Total	\$1,225,554.88	\$1,122,655.27	\$39,192.91	

Other 2.8%



Assets representing less than 5% of total are grouped together as "Other" for display on the pie chart

Market Value includes accrued income unless otherwise noted

The amounts shown throughout this statement should not be used in the preparation of tax documents. Detail specifying taxable nature of income will be provided with year-end tax documentation. Please consult your tax advisor.

Settlement Date

Bank of America



Account Summary

Dec. 01, 2009 through Dec. 31, 2009

Account: 42-09-900-8534734 THOMAS ATKINS MEML FD TR U/W

Account Summary

	Current Period		YTD Since 07/01/09	
	Income Cash	Principal Cash	Income Cash	Principal Cash
Beginning Value	\$0.00	\$0.00	\$0.00	\$0.00
Income	5,701.34	0.00	22,227.28	0.00
Deposits	0.00	109.98	0.00	109.98
Disbursements	-52,078.57	-78.57	-52,448.66	-448.66
Bank Fees	-469.63	-469.64	-2,660.75	-2,660.76
Income/Principal Transfers	20,000.00	-20,000.00	20,000.00	-20,000.00
Purchases	0.00	0.00	0.00	-8,436.00
Sales and Maturities	0.00	0.00	0.00	33,434.80
Net Automated Money Market Transactions	26,846.86	20,438.23	12,882.13	-1,999.36
Ending Value	\$0.00	\$0.00	\$0.00	\$0.00

Settlement Date

Bank of America



Portfolio Analysis

Dec. 01, 2009 through Dec. 31, 2009

Account: 42-09-900-8534734 THOMAS ATKINS MEML FD TR U/W

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Description	Market Value	% of Account	% of Sector	Tax Cost	Estimated Annual Income	Current Yield
Cash/Currency						
Cash Equivalents	\$15,206.89	1.2%	100.0%	\$15,201.61	\$22.80	0.2%
Total Cash/Currency	\$15,206.89	1.2%	100.0%	\$15,201.61	\$22.80	0.2%
Equities						
U.S. Large Cap	\$485,038.88	39.6%	74.1%	\$395,024.64	\$8,882.55	1.8%
U.S. Mid Cap	57,314.67	4.7%	8.8%	53,795.76	881.87	1.5%
U.S. Small Cap	29,699.73	2.4%	4.5%	35,022.90	346.70	1.2%
International Developed	70,428.66	5.7%	10.8%	41,248.06	1,141.56	1.6%
Emerging Markets	12,450.00	1.0%	1.9%	13,680.75	7.20	0.1%
Total Equities	\$654,931.94	53.4%	100.0%	\$538,772.11	\$11,259.88	1.7%
Fixed Income						
Investment Grade Taxable	\$508,712.99	41.5%	94.9%	\$517,768.10	\$25,591.79	5.1%
International Developed Bonds	13,730.42	1.1%	2.6%	14,175.58	379.78	2.8%
Global High Yield Taxable	13,447.74	1.1%	2.5%	14,175.58	982.59	7.3%
Total Fixed Income	\$535,891.15	43.7%	100.0%	\$546,119.26	\$26,954.16	5.0%
Real Estate						
Public REITs	\$10,334.10	0.8%	100.0%	\$14,126.29	\$405.51	3.9%
Total Real Estate	\$10,334.10	0.8%	100.0%	\$14,126.29	\$405.51	3.9%
Tangible Assets						
Commodities	\$9,190.80	0.8%	100.0%	\$8,436.00	\$550.56	6.0%
Total Tangible Assets	\$9,190.80	0.8%	100.0%	\$8,436.00	\$550.56	6.0%
Total Assets	\$1,225,554.88	100.0%		\$1,122,655.27	\$39,192.91	3.2%
Total	\$1,225,554.88			\$1,122,655.27	\$39,192.91	

Settlement Date

Bank of America



Portfolio Analysis

Dec 01, 2009 through Dec 31, 2009

Account: 42-09-900-8534734 THOMAS ATKINS MEML FD TR U/W

Sector	Market Value	% of Equities	% of S&P 500
Consumer Discretionary	\$0.00	0.0%	9.6%
Consumer Staples	0.00	0.0	11.4
Energy	0.00	0.0	11.5
Financials	0.00	0.0	14.4
Health Care	0.00	0.0	12.6
Industrials	0.00	0.0	10.2
Information Technology	0.00	0.0	19.9
Materials	0.00	0.0	3.6
Telecommunication Services	0.00	0.0	3.1
Utilities	0.00	0.0	3.7
Other Equities	654,931.94	100.0	0.0
Total Equities	\$654,931.94	100.0%	100.0%

Settlement Date

Bank of America**Portfolio Detail****Account:** 42-09-900-8534734 THOMAS ATKINS MEML FD TR U/W

Dec. 01, 2009 through Dec. 31, 2009

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Cash Equivalents									
5,226.850	BANK OF AMERICA MONEY MARKET SAVINGS ACCOUNT (Income Investment)	994458719	\$5,226.85	\$2.68	\$5,226.85 1.000		\$0.00	\$7.84	0.2%
9,974.760	BANK OF AMERICA MONEY MARKET SAVINGS ACCOUNT	994458719	9,974.76	2.60	9,974.76 1.000		0.00	14.96	0.2
	Total Cash Equivalents		\$15,201.61	\$5.28	\$15,201.61		\$0.00	\$22.80	0.1%
	Total Cash/Currency		\$15,201.61	\$5.28	\$15,201.61		\$0.00	\$22.80	0.1%

(1) Market Value

(2)Industry Sector Codes	CND = Consumer Discretionary CNS = Consumer Staples ENR = Energy	FIN = Financials HEA = Health Care IND = Industrials	IFT = Information Technology MAT = Materials OEQ = Other Equities	TEL = Telecommunication Services UTL = Utilities				
U.S. Large Cap								
3,622.459	LARGE CAP GROWTH CTF ORIGINAL COST 187,796.24 Ticker: FEQU	993360882 OEQ	\$251,146.89 69.331	\$44.07	\$158,730.10 43.818	\$92,416.79	\$3,868.79	1.5%
21,426.314	LARGE CAP VALUE CTF ORIGINAL COST 243,591.40 Ticker: GREQPT	202670915 OEQ	233,731.09 10.909	116.83	236,294.54 11.028	-2,563.45	5,013.76	2.1
	Total U.S. Large Cap		\$484,877.98	\$160.90	\$395,024.64	\$89,853.34	\$8,882.55	1.8%
U.S. Mid Cap								
2,166.445	MID CAP GROWTH CTF ORIGINAL COST 32,748.78 Ticker: CTFGE	323991307 OEQ	\$30,238.16 13.958	\$3.43	\$28,859.09 13.321	\$1,379.07	\$314.13	1.0%
1,819.664	MID CAP VALUE CTF ORIGINAL COST 20,811.90 Ticker: MIDVAL	302993993 OEQ	27,055.86 14.869	17.22	24,936.67 13.704	2,119.19	567.74	2.1

(1) Market Value in the Portfolio Detail section does not include Accrued Income

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Settlement Date

Bank of America**Portfolio Detail****Account:** 42-09-900-8534734 THOMAS ATKINS MEML FD TR U/W

Dec 01, 2009 through Dec 31, 2009

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
U.S. Mid Cap (cont)									
	Total U.S. Mid Cap		\$57,294.02	\$20.65	\$53,795.76		\$3,498.26	\$881.87	1.5%
U.S. Small Cap									
2,063,701	SMALL CAP CTF	1261291Q8	\$29,693.77	\$5.96	\$35,022.90		-\$5,329.13	\$346.70	1.2%
	ORIGINAL COST	OEQ	14,389		16,971				
	Ticker: SCEQPT								
	Total U.S. Small Cap		\$29,693.77	\$5.96	\$35,022.90		-\$5,329.13	\$346.70	1.2%
International Developed									
3,647,165	INTERNATIONAL EQUITY CTF	1261292H7	\$70,399.40	\$29.26	\$41,248.06		\$29,151.34	\$1,141.56	1.6%
	ORIGINAL COST	OEQ	19,303		11,310				
	Ticker: INLEPT								
	Total International Developed		\$70,399.40	\$29.26	\$41,248.06		\$29,151.34	\$1,141.56	1.6%
Emerging Markets									
300,000	ISHARES MSCI EMERGING MKTS INDEX	464287234	\$12,450.00	\$0.00	\$13,680.75		-\$1,230.75	\$7.20	0.1%
	FUND	OEQ	41,500		45,603				
	Ticker: EEM								
	Total Emerging Markets		\$12,450.00	\$0.00	\$13,680.75		-\$1,230.75	\$7.20	0.1%
Total Equities									
			\$654,715.17	\$216.77	\$538,772.11		\$115,943.06	\$11,259.88	1.7%

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Investment Grade Taxable

57,639,164	COLUMBIA INTERMEDIATE BOND FUND	19765N468	\$506,648.25	\$2,064.74	\$517,768.10		-\$11,119.85	\$25,591.79	5.1%
	CLASS Z SHARES		8,790		8,983				
	Total Investment Grade Taxable		\$506,648.25	\$2,064.74	\$517,768.10		-\$11,119.85	\$25,591.79	5.1%

International Developed Bonds

1,391,127	ROWET PRICE INTL FDS INC	77956H104	\$13,730.42	\$0.00	\$14,175.58		-\$445.16	\$379.78	2.8%
	INTL BD FD		9,870		10,190				

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Settlement Date

Bank of America**Portfolio Detail****Account:** 42-09-900-8534734 THOMAS ATKINS MEML FD TR U/W

Dec 01, 2009 through Dec 31, 2009

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
International Developed Bonds (cont)									
	Total International Developed Bonds		\$13,730.42	\$0.00	\$14,175.58		-\$445.16	\$379.78	2.8%
Global High Yield Taxable									
1,732.956	COLUMBIA HIGH INCOME FUND CLASS Z SHARES	19765H495	\$13,447.74 7.760	\$0.00	\$14,175.58 8.180		-\$727.84	\$982.59	7.3%
	Total Global High Yield Taxable		\$13,447.74	\$0.00	\$14,175.58		-\$727.84	\$982.59	7.3%
	Total Fixed Income		\$533,826.41	\$2,064.74	\$546,119.26		-\$12,292.85	\$26,954.16	5.0%
Public REITs									
210.000	SPDR DJ WILSHIRE REIT ETF	78464A607	\$10,334.10 49.210	\$0.00	\$14,126.29 67.268		-\$3,792.19	\$405.51	3.9%
	Total Public REITs		\$10,334.10	\$0.00	\$14,126.29		-\$3,792.19	\$405.51	3.9%
	Total Real Estate		\$10,334.10	\$0.00	\$14,126.29		-\$3,792.19	\$405.51	3.9%
Commodities									
1,110.000	PIMCO COMMODITY REAL RETURN STRATEGY FUND	722005667	\$9,190.80 8.280	\$0.00	\$8,436.00 7.600		\$754.80	\$550.56	6.0%
	Total Commodities		\$9,190.80	\$0.00	\$8,436.00		\$754.80	\$550.56	6.0%
	Total Tangible Assets		\$9,190.80	\$0.00	\$8,436.00		\$754.80	\$550.56	6.0%
	Total Portfolio		\$1,223,268.09	\$2,286.79	\$1,122,655.27		\$100,612.82	\$39,192.91	3.2%
	Accrued Income		\$2,286.79						

Bank of America



Account: 42-09-900-8534734 THOMAS ATKINS MEML FD TR U/W

Dec 01, 2009 through Dec. 31, 2009

Units	Description	CUSIP	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
If you are Answer is "Yes"								

Commodities (cont)

\$1,225,554.88

Total